

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

The Official Committee of Unsecured
Creditors of LATAM Airlines Group, S.A.;
Ad Hoc Group of Unsecured Claimants;
Banco Estado de Chile, in its capacity as
indenture trustee under the Chilean Local
Bonds Series A through D and Series E issued
by LATAM Airlines Group S.A.; Columbus
Hill Capital Management, L.P.,

Appellants,

-against-

LATAM Airlines Group S.A., *et al.*

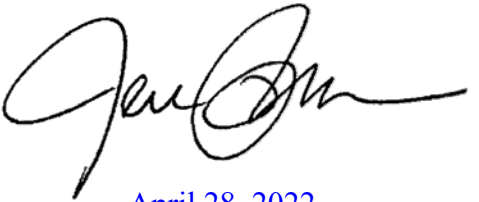
Appellees.

Case No. 22-CV-2556 (JMF)

Hon. Jesse M. Furman

Application GRANTED. The Clerk of
Court is directed to terminate ECF No. 37.

SO ORDERED.



April 28, 2022

**CORRECTED UNOPPOSED MOTION TO ALLOW BACKSTOP CREDITORS AND
BACKSTOP SHAREHOLDERS TO INTERVENE IN CONSOLIDATED APPEALS**

Proposed intervenors the Parent Ad Hoc Claimant Group, Delta Air Lines, Inc., Costa Verde Aeronautica S.A., and Qatar Airways Investments (UK) Ltd. (together, the “Proposed Intervenors”) respectfully move the Court to permit the Proposed Intervenors to intervene in the above-captioned appeal pursuant to Rule 8013 of the Federal Rules of Bankruptcy Procedure.

WHEREAS on January 12, 2022, the Appellees LATAM Airlines Group S.A. and certain of its affiliated debtors (together, the “Appellees” or the “Debtors”)¹ entered into a

¹ The Appellees in this case are: LATAM Airlines Group S.A., Lan Cargo S.A., Transporte Aereo S.A., Inversiones Lan S.A., Technical Training LATAM S.A., LATAM Travel Chile II S.A., Lan Pax Group S.A., Fast Air Almacenes De Carga S.A., Linea Aerea Carguera De Colombia SA, Aerovias De Integracion Regional S.A., LATAM Finance LTD, LATAM Airlines Ecuador S.A., Professional Airline Cargo Services, LLC, Cargo Handling Airport Services, LLC, Maintenance Service Experts, LLC, Lan Cargo Repair Station LLC, Prime Airport Services Inc., Professional Airline Maintenance Services, LLC, Connecta Corporation, Peuco Finance Ltd., Latam Airlines

Backstop Commitment Agreement² with members of the Parent Ad Hoc Claimant Group (the “Backstop Creditors Backstop Agreement”) [Dkt. No. 20-11254-jlg, Doc. No. 4056-1];

WHEREAS on January 12, 2022, the Debtors entered into a Backstop Commitment Agreement with Delta Air Lines, Inc., Costa Verde Aeronáutica S.A., and Qatar Airways Investments (UK) Ltd. (the “Backstop Shareholders Backstop Agreement, and together with the Backstop Creditor Backstop Agreement, the “Backstop Agreements”) [Dkt. No. 20-11254-jlg, Doc. No. 4056-1];

WHEREAS, on January 12, 2022, the Debtors filed a Motion for Entry of an Order (I) Authorizing and Approving the Debtors’ (A) Entry Into and Performance Under Backstop Agreements and (B) Payment of Related Fees and Expenses and Incurrence of Certain Indemnification Obligations, and (II) Granting Related Relief (the “Backstop Motion”) [Dkt. No. 20-11254-jlg, Doc. No. 4056];

WHEREAS on January 26, 2022, Columbus Hill Capital Management, L.P. filed an objection to the Backstop Motion [Dkt. No. 20-11254-jlg, Doc. No. 4184];

WHEREAS on February 3, 2022, the Official Committee of Unsecured Creditors, the Ad Hoc Group of Unsecured Claimants, and Banco del Estado de Chile each filed an objection to the Backstop Motion [Dkt. No. 20-11254-jlg, Doc. Nos. 4289, 4291, 4293];

WHEREAS on February 7, 2022, the Proposed Intervenors each filed statements in support of the Backstop Motion [Dkt. No. 20-11254-jlg, Doc. Nos. 4308, 4309, 4310, 4312];

Peru S.A., Inversiones Aereas S.A., Holdco Colombia II Spa, Holdco Colombia I Spa, Holdco Ecuador S.A., Lan Cargo Inversiones S.A., Lan Cargo Overseas Ltd, Mas Investment Ltd., Professional Airline Services Inc., TAM S.A., TAM Linhas Aereas S.A., Aerolinhas Brasileiras S.A., Prismah Fidelidade Ltda., Fidelidade Viagens E Turismo S.A., TP Franchising Ltda., Holdco I S.A., Multiplus Corredora De Seguros Ltda., and Piquero Leasing Limited.

² All terms not defined herein shall have the meaning assigned to them in the Backstop Order (as defined herein).

WHEREAS on February 10 and 11, 2022, the Bankruptcy Court held an evidentiary hearing on the Backstop Motion (the “Backstop Hearing”);

WHEREAS on March 15, 2022, the Bankruptcy Court entered a memorandum decision approving the Backstop Motion [Dkt. No. 20-11254-jlg, Doc. No. 4667], and on March 22, 2022, the Bankruptcy Court entered an order approving the Backstop Motion [Dkt. No. 20-11254-jlg, Doc. No 4732] (the “Backstop Order”);

WHEREAS on March 24, 2022, the Official Committee of Unsecured Creditors filed a notice of appeal of the Backstop Order [Dkt. No. 20-11254-jlg, Doc. No. 4751];

WHEREAS on March 25, 2022, Banco del Estado de Chile filed a notice of appeal of the Backstop Order [Dkt. No. 20-11254-jlg, Doc. No. 4763]

WHEREAS on March 25, 2022, the Ad Hoc Group of Unsecured Claimants filed a notice of appeal of the Backstop Order [Dkt. No. 20-11254-jlg, Doc. No. 4773];

WHEREAS on April 5, 2022, Columbus Hill Capital Management, L.P. filed a notice of appeal of the Backstop Order [Dkt. No. 20-11254-jlg, Doc. No. 4924];

WHEREAS, on April 6, 2022, this Court entered an order consolidating the appeals [ECF No. 8];

WHEREAS, on April 11, 2022, this Court entered an order (ECF No. 25) directing Appellants the Official Committee of Unsecured Creditors; Banco del Estado de Chile; the Ad Hoc Group of Unsecured Claimants; and Columbus Hill Capital Management, L.P. (together, the “Appellants”) to file a consolidated opening brief no later than May 2, 2022; Appellees to file any opposition no later than May 23, 2022; and Appellants to file their consolidated reply no later than May 30, 2022; further ordering Appellants to file consolidated briefs on the merits on behalf of all Appellants; and permitting any Appellant seeking to make any unique arguments

not covered in the consolidated briefs to separately file a supplemental brief, limited to such arguments, not to exceed five pages;

WHEREAS the Proposed Intervenor are interested in their capacities as counterparties to the respective Backstop Agreements and as signatories to a Restructuring Support Agreement with the Debtors; the Proposed Intervenor played roles in the proceedings below, including through filing statements in support of the Backstop Motion and participating at the Backstop Hearing; the Proposed Intervenor are timely intervening consistent with Rule 8013 of the Federal Rules of Bankruptcy Procedure; and in light of their role in the proceedings below and as counterparties to the respective Backstop Agreements, believe that their participation as intervenors is more appropriate than seeking leave to file briefs as *amici curiae*;

WHEREAS the Proposed Intervenor have discussed their intent to seek to intervene in these appeals with the Appellees and the Appellants, who do not object to the Proposed Intervenor's motion to intervene on the terms set forth herein in the above-captioned consolidated appeal.

NOW THEREFORE, for good cause shown, Proposed Inventors respectfully request that the Court enter an order:

1. permitting the Proposed Intervenor to intervene in the above-captioned consolidated appeal;
2. directing that, consistent with the Court's order dated April 11, 2022, the Appellees and Intervenor file a single consolidated brief on the merits on behalf of Appellees and Proposed Intervenor;
3. permitting the Proposed Intervenor to file a supplemental brief, not to exceed five pages, concerning any unique arguments not covered in the consolidated brief; and

4. permitting Appellants to file a supplemental reply brief, not to exceed three pages, concerning any supplement brief filed by the Proposed Intervenors.

Dated: New York, New York
April 27, 2022

ALSTON & BIRD LLP

By: /s/ James J. Vincequerra

Gerard S. Catalanello
James J. Vincequerra
90 Park Avenue
New York, New York 10016

*Counsel for Qatar Airways
Investments (UK) LLP*

**KRAMER LEVIN NAFTALIS &
FRANKEL LLP**

By: /s/ David E. Blabey, Jr.

Kenneth H. Eckstein
Rachael L. Ringer
David E. Blabey, Jr.
Douglas Buckley
1177 Avenue of the Americas
New York, New York 10036

*Counsel to the Parent Ad Hoc
Claimant Group*

DAVIS POLK & WARDWELL LLP

By: /s/ Lara Samet Buchwald

Marshall S. Huebner
Lara Samet Buchwald
Adam L. Shpeen
450 Lexington Avenue
New York, New York 10017

*Counsel for Delta Air
Lines, Inc.*

**WACHTELL, LIPTON, ROSEN
& KATZ**

By: /s/ Richard G. Mason

Richard G. Mason
John R. Sobolewski
Angela K. Herring
51 West 52nd Street
New York, New York 10019

*Counsel for Costa Verde
Aeronáutica S.A.*